

RECORDATION

21085 E, FG  
FILED

FEB 12 1998

11-15AM

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

February 12, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of the following secondary documents: Memoranda of Lease Supplement No. 2, dated February 13, 1998, Lease Assignment, dated as of February 13, 1998, and Equipment Trust Agreement Supplement No. 2, dated February 13, 1998.

The enclosed documents relate to the Memoranda previously filed with the Board under Recordation Number 21085.

The names and addresses of the parties to the enclosed documents are:

Memorandum of Lease Supplement No. 2

Lessor  
and  
Owner Trustee: First Omni Bank, N.A.  
499 Mitchell Street  
Millsboro, Delaware 19966

Lessee: TTX Company  
101 North Wacker Drive  
Chicago, Illinois 60606

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*C. Counterpart - V. Williams*

Mr. Vernon A. Williams  
February 12, 1998  
Page 2

Memorandum of Lease Assignment

Assignor: First Omni Bank, N.A.  
499 Mitchell Street  
Millsboro, Delaware 19966

Assignee: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21202

Memorandum of Equipment Trust Supplement No. 2

Owner Trustee: First Omni Bank, N.A.  
499 Mitchell Street  
Millsboro, Delaware 19966

Security Trustee: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21202

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto.

Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

Schedule A  
TTX Company  
Lease No. 46  
Equipment List  
February 13, 1998 closing

Builder/ Car Type	Quantity		Car Numbers	Delivery Period
	Cars	Platforms		
<u>Gunderson Inc.</u>				
Five-unit articulated 48' double-stack well cars for carrying containers- DTTX.	16	80	750194-750209.	Jan., '98
<u>National Steel Car Limited</u>				
Three-unit articulated all-purpose 48' double-stack well cars for carrying containers or trailers- DTTX.	24	72	400251,400255, 400256,400260, 400261, 400265-400270, 400272-400274, 400276-400285.	Jan., '98
<u>Trinity Industries</u>				
Five-unit articulated 53-foot all-purpose spine flatcars with retractable hitches for carrying containers or trailers up to 53' long- TTAX.	41	205	555082-555119, 555223-555225,	Dec. '97-Jan., '98
Three-unit articulated 53-foot all-purpose spine flatcars with retractable hitches for carrying containers or trailers up to 53' long- TTAX.	73	219	355000-355032, 355160-355199.	Dec. '97-Jan., '98
Total	154	576		

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MEMORANDUM OF LEASE SUPPLEMENT NO.2 (NO. 46) dated February 13, 1998, by TTX COMPANY, a Delaware corporation, as lessee, and FIRST OMNI BANK, N.A., not in its individual capacity but solely as trustee for TTX LEASE 46 TRUST, a Delaware trust, as lessor.


The undersigned have entered into that certain Lease of Railroad Equipment (No. 46) dated as of December 1, 1997 for a term ending on March 30, 2018, subject to early termination and renewal on the terms and conditions set forth in said Lease of Railroad Equipment.

A memorandum of said Lease of Railroad Equipment has been filed with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on December 19, 1997, at 10:40a.m., recordation number 21085.

The undersigned have entered into that certain Lease Supplement No.2 (No. 46) dated February 13, 1998, whereby the terms and provisions of the above-referenced Lease of Railroad Equipment are made applicable to the railroad equipment listed in Schedule A hereto, and wish to show for the public record the interest of First Omni Bank, N.A., not in its individual capacity but solely as trustee for TTX Lease 46 Trust, a Delaware trust, as owner and lessor of said equipment, and the interest of TTX Company as lessee thereof.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized.

TTX COMPANY

By:   
Name: Thomas D. Marion  
Title: Treasurer

FIRST OMNI BANK, N.A.  
not in its individual capacity,  
but solely as trustee of  
TTX LEASE 46 TRUST


By: \_\_\_\_\_  
Name: David L. Williams  
Title: Vice President

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized.

TTX COMPANY

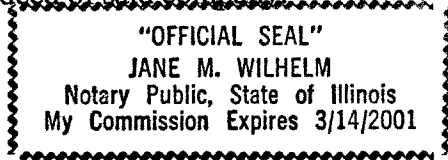
By: \_\_\_\_\_  
Name: Thomas D. Marion  
Title: Treasurer

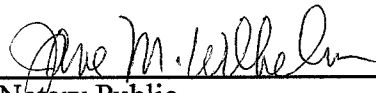
FIRST OMNI BANK, N.A.  
not in its individual capacity,  
but solely as trustee of  
TTX LEASE 46 TRUST

By:   
Name: David L. Williams  
Title: Vice President

STATE OF ILLINOIS                    )  
  ) SS.:  
COUNTY OF COOK                    )

On this 4th day of February, 1998, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
\_\_\_\_\_  
Notary Public

My commission expires

STATE OF MARYLAND                    )  
  ) SS.:  
COUNTY OF BALTIMORE                )

On this 4th day of February, 1998, before me personally appeared David L. Williams, to me personally known, who, by me being duly sworn, says that he is a Vice President of FIRST OMNI BANK, N.A., that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

\_\_\_\_\_  
Notary Public

My commission expires

STATE OF ILLINOIS                    )  
  ) SS.:  
COUNTY OF COOK                    )

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COUNTY OF BALTIMORE                )

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\_\_\_\_\_  
Notary Public

My commission expires 5/19/98



Schedule A  
TTX Company  
Lease No. 46  
Equipment List  
February 13, 1998 closing

Builder/ Car Type	Quantity		Car Numbers	Delivery Period
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